

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF TEXAS

Case number (if known)

Chapter 7☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name My Fit Foods, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 30-0869866

4. Debtor's address Principal place of business

PO Box 61027Potomac, MD 20859

Number, Street, City, State & ZIP Code

Montgomery

County

Mailing address, if different from principal place of business

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) www.myfitfoods.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify: _____

Debtor **My Fit Foods, LLC**
Name

Case number (if known) _____

7. Describe debtor's business A. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. *Check all that apply*

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing?*Check one:*

- ☒ Chapter 7
- ☐ Chapter 9
- ☐ Chapter 11. *Check all that apply:*

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No.☐ Yes.

If more than 2 cases, attach a separate list.

District _____

When _____

Case number _____

District _____

When _____

Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor

See Attachment

Relationship _____

District _____

When _____

Case number, if known _____

Debtor **My Fit Foods, LLC**
Name

Case number (if known)

11. Why is the case filed in this district?*Check all that apply:*

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (*Check all that apply.*)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*☐ Funds will be available for distribution to unsecured creditors.☒ After any administrative expenses are paid, no funds will be available to unsecured creditors.**14. Estimated number of creditors**☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☒ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☒ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **My Fit Foods, LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

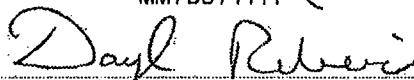
**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **March 3 2017**
MM / DD / YYYYX 
Signature of authorized representative of debtor**Daryl Ribeiro**
Printed nameTitle **Chief Financial Officer****18. Signature of attorney**X 
Signature of attorney for debtorDate **March 3 2017**
MM / DD / YYYY**Michael D. Warner**
Printed name**Cole Schotz P.C.**
Firm name**301 Commerce Street**
Suite 1700
Fort Worth, TX 76102
Number, Street, City, State & ZIP CodeContact phone **817-810-5250**Email address **mwarner@coleschotz.com****TX Bar No. 00792304**
Bar number and State

Debtor **My Fit Foods, LLC**
Name

Case number (if known)

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF TEXAS

Case number (if known) Chapter 7

☐ Check if this an amended filing

FORM 201. VOLUNTARY PETITION
Pending Bankruptcy Cases Attachment

Debtor	My Fit Foods, LLC		Case number (if known)	
	<small>Name</small>			
Debtor	Chita Dog, LLC		Relationship to you	Affiliate
District	USBC, Northern District of Texas	When	Case number, if known	
Debtor	Fit Dog, LLC		Relationship to you	Affiliate
District	USBC, Northern District of Texas	When	Case number, if known	
Debtor	MFF DCK, LLC		Relationship to you	Affiliate
District	USBC, Northern District of Texas	When	Case number, if known	
Debtor	MFF Hillbird, LLC		Relationship to you	Affiliate
District	USBC, Northern District of Texas	When	Case number, if known	
Debtor	MFF South Houston, LLC		Relationship to you	Affiliate
District	USBC, Northern District of Texas	When	Case number, if known	
Debtor	My Fit Dallas, LLC		Relationship to you	Affiliate
District	USBC, Northern District of Texas	When	Case number, if known	
Debtor	My Fit Foods Arizona, LLC		Relationship to you	Affiliate
District	USBC, Northern District of Texas	When	Case number, if known	
Debtor	My Fit Foods California, LLC		Relationship to you	Affiliate
District	USBC, Northern District of Texas	When	Case number, if known	
Debtor	My Fit Foods Colorado, LLC		Relationship to you	Affiliate
District	USBC, Northern District of Texas	When	Case number, if known	
Debtor	My Fit Foods Illinois, LLC		Relationship to you	Affiliate
District	USBC, Northern District of Texas	When	Case number, if known	
Debtor	My Fit Foods Oklahoma, LLC		Relationship to you	Affiliate
District	USBC, Northern District of Texas	When	Case number, if known	
Debtor	My Fit Foods Payroll, LLC		Relationship to you	Affiliate
District	USBC, Northern District of Texas	When	Case number, if known	
Debtor	My Fit Foods USA, LLC		Relationship to you	Affiliate
District	USBC, Northern District of Texas	When	Case number, if known	
Debtor	My Fit Foods, Nevada, LLC		Relationship to you	Affiliate
District	USBC, Northern District of Texas	When	Case number, if known	
Debtor	My Fit Nation, LLC		Relationship to you	Affiliate
District	USBC, Northern District of Texas	When	Case number, if known	
Debtor	Rojo Pedro, LLC		Relationship to you	Affiliate
District	USBC, Northern District of Texas	When	Case number, if known	

**MANAGER'S CERTIFICATE
OF
MY FIT FOODS, LLC**

March 3, 2017

The undersigned hereby certifies that it is the duly elected and incumbent manager of My Fit Foods, LLC, a Delaware limited liability company (the "*Company*"), and in such capacity certifies that (a) attached hereto Exhibit A is a true, complete and correct copy of the resolutions adopted by the board of managers of the Company on March 3, 2017, and (b) such resolutions have not been amended, modified or rescinded and remain in full force and effect as of the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this Manager's Certificate to be effective as of the date first set forth above.

MY FIT FOODS, LLC

By: Daryl Ribeiro

Daryl Ribeiro

EXHIBIT A

**RESOLUTIONS OF BOARD OF MANAGERS OF
MY FIT FOODS, LLC**

WHEREAS, the Board (the “Board”) of My Fit Foods, LLC, a Delaware limited liability company (the “Company”), consists of Dan Spradling, Joseph Roark, Robb Warwick and Julie Anna Potts.

WHEREAS, the Board, acting pursuant to the laws of the State of Delaware, has considered the financial and operational aspects of the Company’s business;

WHEREAS, the Board has reviewed the historical performance of the Company, the market for the Company’s products and services, and the current and long-term liabilities of the Company;

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board, it is necessary and in the best interests of the Company, its member, its creditors, and other interested parties, that a voluntary petition be filed by the Company seeking relief under the provisions of chapter 7 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court (the “Bankruptcy Court”); and it is further

RESOLVED, that Daryl Ribeiro, Chief Financial Officer (the “Authorized Person”), is authorized and directed, on behalf of and in the name of the Company, to execute and verify or certify a petition under chapter 7 of the Bankruptcy Code for the Company and to cause the same to be filed with the Bankruptcy Court at such time as the Authorized Person executing the same shall determine; and it is further

RESOLVED, that any Authorized Person of the Company, and such other officers as any Authorized Person shall from time to time designate, be, and they hereby are, authorized and empowered to execute and file all petitions, schedules, lists, and other papers and to take any and all actions that he or she may deem necessary or proper in connection with the filing of the Company’s chapter 7 case, and in connection therewith to retain and employ all assistance by attorneys, financial advisors, accountants and other professionals that they may deem necessary or proper with a view to the successful administration of the chapter 7 case of the Company; and it is further

RESOLVED, that the Authorized Officers, on behalf of the Company, are authorized, empowered and directed to retain: (i) the law firms of Pachulski Stang Ziehl & Jones LLP and Cole Schotz P.C., as counsel to represent and assist the Company in carrying out its duties under chapter 7 of the Bankruptcy Code; and it is further

RESOLVED, that the Authorized Persons of the Company are and each of them hereby is, severally authorized and empowered (any one of them acting alone) to take any and all actions, to execute or file any and all documents, agreements, and instruments, or

to cause to be executed and delivered or filed all such documents, agreements, instruments and certificates in the name and on behalf of the Company or otherwise, as such Authorized Persons may deem necessary, advisable or appropriate to effectuate or carry out the purpose and intent of the foregoing resolutions and to perform the obligations of the Company under the agreements and instruments referred to above, and any such documents executed or acts taken by them shall be conclusive evidence of their authority in so doing; and it is further

RESOLVED, that each Authorized Person is hereby authorized to attest the signature of other Authorized Persons of the Company on any and all agreements, certificates, instruments, and documents authorized by these resolutions, and to affix the corporate seal of the Company thereto.

B2030 (Form 2030) (12/15)

United States Bankruptcy Court
Northern District of Texas

In re **My Fit Foods, LLC**

Debtor(s)

Case No.

Chapter

7

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$	<u>20,000.00¹</u>
Prior to the filing of this statement I have received	\$	<u>20,000.00</u>
Balance Due	\$	<u>0.00</u>

2. \$ **335.00** of the filing fee has been paid.
3. The source of the compensation paid to me was:
☐ Debtor ☒ Other (specify): **Marlin Management Company LLC**
4. The source of compensation to be paid to me is:
☐ Debtor ☐ Other (specify): **N/A**
5. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.
☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.
6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:
a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
c. [Other provisions as needed]
7. By agreement with the debtor(s), the above-disclosed fee does not include the following service:
Representation in any adversary proceeding

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

March 3, 2017

Date


Michael D. Warner

Signature of Attorney

Cole Schotz P.C.

Michael D. Warner, Esq.

301 Commerce St, Suite 1700

Fort Worth, TX 76102

817-810-5250 Fax: 817-810-5255

mwarner@coleschotz.com

Name of law firm

¹This amount relates to the firm's representation of My Fit Foods, LLC and sixteen (16) affiliated debtors.

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS**

In Re:

My Fit Foods, LLC

Case No.:

Debtor(s)

VERIFICATION OF MAILING LIST

The Debtor(s) certifies that the attached mailing list (*only one option may be selected per form*):

- ☒ is the first mail matrix in this case.
- ☐ adds entities not listed on previously filed mailing list(s).
- ☐ changes or corrects name(s) and address(es) on previously filed mailing list(s).
- ☐ deletes name(s) and address(es) on previously filed mailing list(s).


In accordance with N.D. TX L.B.R. 1007.2, the above named Debtor(s) hereby verifies that the attached list of creditors is true and correct.

Date: March 3, 2017

Date: March 3, 2017


Daryl Ribeiro/Chief Financial Officer

Signature/Title


Signature of Attorney
Michael D. Warner
Cole Schotz P.C.
Michael D. Warner, Esq.
301 Commerce St, Suite 1700
Fort Worth, TX 76102
817-810-5250 Fax: 817-810-5255

30-0869866

Debtor's Social Security/Tax ID No.

Joint Debtor's Social Security/Tax ID No.

American Farm Bureau Federation
600 Maryland Ave. SW
Suite 1000W
Washington, DC 20024

Amy Garza
c/o Brad H. Parker
550 Westcott St., #245
Houston, TX 77007

Anita Johnson
1203 Bridge Island Dr
Shellman Bluff, GA 31331

David Goronkin
504 Tempranillo Way
Lakeway, TX 78738

Dawn D Piscitelli
4311 Bellvue Ave
Austin, TX 78756

Farnam Street Financial, Inc.
5850 Opus Parkway
Suite 240
Minnetonka, MN 55343

Hardie's Fruit & Vegetable Co.
c/o McCarron & Diess
Attn: Kate Ellis
4530 Wisconsin Avenue NW, Suite 301
Washington, DC 20016

Hardie's Fruit & Vegetable Co., LP
c/o Sherman & Yaquinto
509 N. Montclair Ave.
Dallas, TX 75208

John Randy Barnett
459 Drury Lane
Austin, TX 78737

Marlin MFF, LP
338 Pier Avenue
Hermosa Beach, CA 90254

MFF DCK, LLC
PO Box 61027
Potomac, MD 20859

Michael Lubitz
207 Enchanted Hilltop Way
Lakeway, TX 78738

Michael Siegmund
10101 Silver Mountain Dr
Austin, TX 78737

My Fit Foods Payroll, LLC
PO Box 61027
Potomac, MD 20859

Shelly Kilpatrick
6010 Cape Coral Dr
Austin, TX 78733

Sysco Arizona, LLC
611 South 80th Avenue
Tolleson, AZ 85353

Sysco Chicago, Inc.
250 Wieboldt Drive
Des Plaines, IL 60016

Sysco Corporate Headquarters
1390 Enclave Parkway
Dept A305
Houston, TX 77077

Sysco North Texas, a div of Sysco USA
800 Trinity Drive
Lewisville, TX 75056

TLC Tonerland LP
3900 North Frwy
Houston, TX 77002